

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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| IN RE SMITH BARNEY FUND TRANSFER AGENT LITIGATION | 05 Civ. 7583 (WHP) |
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NOTICE OF MOTION

PLEASE TAKE NOTICE that upon the accompanying Memorandum of Law and accompanying Declaration of U. Seth Ottensoser, dated July 15, 2011 and the exhibits thereto; Lead Plaintiff Operating Local 649 Annuity Trust Fund (“Lead Plaintiff”) hereby moves this Court pursuant to Rules 23(a), 23(b)(3), and 23(g) of the Federal Rules of Civil Procedure for an Order:

1. Certifying this case as a class action brought on behalf of a class consisting of all persons and entities who purchased or redeemed shares of the following Smith Barney mutual funds between September 11, 2000 and May 31, 2005 (“the Class Period”), and their successors in the interest, and who were damaged thereby, excluding the defendants and any person, firm, trust, corporation, or other entity related to or affiliated with any of the defendants and those who engaged in the alleged wrongful activity described in the Third Consolidated and Amended Class Action Complaint (the “Class”):

- Smith Barney Aggressive Growth Fund
- Smith Barney Allocation Growth Fund
- Smith Barney Appreciation Fund
- Smith Barney Capital and Income Fund

- Smith Barney Capital Preservation Fund
- Smith Barney Convertible Fund
- Smith Barney Diversified Strategic Income Fund
- Smith Barney Dividend Strategy Fund
- Smith Barney Fundamental Value Fund
- Smith Barney Financial Service Fund
- Smith Barney Growth Fund
- Smith Barney High Income Fund
- Smith Barney International All Cap Growth Fund
- Smith Barney Investment Grade Bond Fund
- Smith Barney Large Cap Core Growth Fund
- Smith Barney Large Cap Growth Fund
- Smith Barney Large Cap Growth and Value Fund
- Smith Barney Managed Governments Fund
- Smith Barney Managed Muni Fund
- Smith Barney Mid Cap Core Fund
- Smith Barney Money Funds Cash Portfolio
- Smith Barney Peachtree Growth Fund
- Smith Barney Premium Total Return
- Smith Barney Small Cap Growth Fund
- Smith Barney Small Cap Value Fund
- Smith Barney Social Awareness Fund
- Salomon Brothers Investors Value Fund
- Salomon Smith Barney Appreciation Fund
- Salomon Smith Barney Small Cap Growth Fund

2. Appointing Lead Plaintiff and Jeffrey Weber, Colette Luff, Robert Yiambellis,

Ann Yiambellis, DVL 401(k) Plan, Bharat U. Shah, Steven W. Hall, David Zagunis, Richard W. Rees, Linda Rotskoff, and Renee Miller as Class Representatives; and

3. Appointing Bernstein Liebhard LLP as Class Counsel.

Dated: July 15, 2011
New York, New York

Respectfully submitted,

BERNSTEIN LIEBHARD LLP

/s/

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Lead Counsel for Lead Plaintiff and the Class